

RECORDED 23168-B FILED

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NOV 30 2000 2-36 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 30, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Partial Termination of Revolving Credit and Term Loan Agreement, dated as of November 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 23168.

The name and address of the party to the enclosed document are:

Secured Party: Fleet National Bank,
as Agent
100 Federal Street
Boston, MA 02110

[Debtors: Helm Financial Corporation
Helm Holding Corporation
Helm Locomotive Leasing Corporation]

Mr. Vernon A. Williams
November 30, 2000
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A description of the railroad equipment covered by the enclosed schedule is:

13 locomotives and railcars on Exhibit A attached hereto

A short summary of the schedule to appear in the index follows:

Partial Termination of Revolving Credit and Term Loan Agreement
by Fleet National Bank on behalf of Helm Financial Corporation, et al.,
covering 13 locomotives and railcars on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

PARTIAL TERMINATION OF
REVOLVING CREDIT
AND TERM LOAN AGREEMENT

RECORDATION NO.

23168-B FILED

NOV 30 '00

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THIS PARTIAL TERMINATION OF REVOLVING CREDIT AND TERM LOAN AGREEMENT ("Partial Termination") is dated as of Nov 22, 2000, by FLEET NATIONAL BANK, a national banking association ("Fleet Bank"), for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm Financial").

1. **Recitals.** Helm Financial owns the rail equipment bearing the Association of American Railroad reporting marks and numbers as described in Exhibit A attached hereto (the "Unit(s)"). Helm Financial has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to Fleet Bank upon the terms and conditions provided in that certain Revolving Credit And Term Loan Agreement made as of October 18, 2000 between Helm Financial and Fleet Bank (the "Credit Agreement"), and filed at the Surface Transportation Board of the Department of Transportation ("STB") under Recordation No. 23168.

Helm Financial intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of Fleet Bank. Pursuant to the terms granted under the Credit Agreement, Helm Financial requests Fleet Bank's consent to such sale of the Units and requests Fleet Bank to terminate its security interest in the Units.

2. **Termination of Security Interest.** Fleet Bank hereby consents to the sale of the Units by Helm Financial and Fleet Bank hereby terminates any and all security interests in the Units granted to it under the Credit Agreement which security interest in the Units shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of Fleet Bank's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on Fleet Bank's interest in and lien on any other collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, Fleet Bank has executed this Partial Termination of Credit Agreement as of the date first above written.

FLEET NATIONAL BANK, as Agent

By: Robert S. Allen

Print Name: ROBERT S. ALLEN

Its: GROUP MANAGER

am

STATE OF MASSACHUSETTS)
) S.S.
COUNTY OF Suffolk)

On November 22, 2000, before me, Caryn Saffredini,

personally appeared Robert Allen, Group Manager of
FLEET NATIONAL BANK

X personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Caryn Saffredini

SIGNATURE OF THE NOTARY

My Commission expires 11/27/03

[Notarial Seal]

CM

EXHIBIT A

	Reporting Marks:	Equipment Type	
1	CP 5008	GP35	Locomotive
2	CP 5023	GP35	Locomotive
3	SP 6340	GP35	Locomotive
4	SP 6576	GP35	Locomotive
5	SP 4160	GP35	Locomotive
6	MNA 6527	GP35	Locomotive
7	SOO 730	GP35	Locomotive
8	MKCX 4302	GP40	Locomotive
9	MKCX 4303	GP40	Locomotive
10	AGLF 135000	HT	Railcar
11	AGLF 135001	HT	Railcar
12	AGLF 135004	HT	Railcar
13	AGLF 135005	HT	Railcar

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